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UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF PENNSYLVANIA

In re:	: Chapter 11
Wordsworth Academy,	: Case No. 17-14463 (AMC)
Debtor.	: (Joint Administration Requested)
In re:	: Chapter 11
Wordsworth CUA 5, LLC,	: Case No. 17- 14466
Debtor.	: (Joint Administration Requested)
In re:	: Chapter 11
Wordsworth CUA 10, LLC,	: Case No. 17- 14467
Debtor. ¹	: (Joint Administration Requested)
	:

AFFIDAVIT OF SERVICE

STATE OF NEW YORK)	
)	ss:
COUNTY OF KINGS)	

I, Frank Cardona Hernandez, declare:

- 1. I am over the age of 18 years and not a party to these chapter 11 cases.
- 2. I am employed by Donlin, Recano & Company, Inc., 6201 15th Avenue, Brooklyn, NY 11219.
- 3. On the 30th day of June, 2017, I caused a true and accurate copy of the:
 - (i) "Motion for Interim and Final Orders (A) Authorizing the Debtors to Use Cash Collateral of Existing Secured Lender and Granting Adequate Protection for Use and (B) Prescribing Form and Manner of Notice and Setting the Time for the Final Hearing", along with the relevant exhibits (<u>Docket No. 19</u>), and the

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal tax identification number, are: Wordsworth Academy (9031); Wordsworth CUA 5, LLC (0983); and Wordsworth CUA 10, LLC (5980). Wordsworth Academy has an address at 3300 Henry Ave., Philadelphia, PA 19129.

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(ii) "Motion of the Debtors for Entry of Interim and Final Orders: (I) Authorizing them to Obtain Post-Petition Financing From Play and Learn Pursuant to Sections 363 and 364 of the Bankruptcy Code, (II) Authorizing them to Enter into the Debtor-in-Possession Credit Agreement, and (III) Granting Liens and Administrative Priority Claims to DIP Lender Pursuant to Section 364 of Bankruptcy Code and Modifying the Automatic Stay to Implement the Terms of the DIP Order", along with the relevant exhibits (Docket No. 20),

to be served via electronic mail delivery upon the parties as set forth in <u>Exhibit 1</u>, via Federal Express Priority Overnight delivery upon the parties as set forth in <u>Exhibit 2</u>; and via USPS Express Mail Overnight upon the parties as set forth in <u>Exhibit 3</u>, attached hereto.

4. I declare under penalty of perjury that the foregoing is true and correct to the best of my personal knowledge. Executed this 3rd day of July, 2017 at Brooklyn, New York.

Frank Cardona Hernandez

Sworn before me this 3rd day of July, 2017

Notary Public

SUNS JACHEM
NOTARY PUBLIC STATE OF HEW YORK
CHIERS COUNTY
LIG. FOR PACIFIES
COMMETICE SOMEWHEN 14 2017

EXHIBIT 1

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000023P001-1369S-001 000050P001-1369S-001 000039P001-1369S-001 000030P001-1369S-001 A SECOND CHANCE, INC. AXION OF PENNSYLVANIA LLC BETHANNA CARSON VALLEY CHILDREN'S AID RON SINGER - CFO DR. SHARON MCDANIEL IRA PLUTNER DIANE KIDDY C/O WELLS FARGO CAPITAL FINANCE ATTN: JASON MILLER 1030 SECOND STREET PIKE 1419 BETHLEHEM PIKE 8350 FRANKSTOWN AVENUE FLOURTOWN PA 19031 PO BOX 202056 SOUTHAMPTON PA 18966 PITTSBURGH PA 15221 DALLAS TX 75320-2056 RSINGER@BETHANNA.ORG DKIDDY@CVCA-PA.ORG SHARONM@ASECONDCHANCE-KINSHIP.COM IPLUTNER@AXIONLLC.COM 000026P001-1369S-001 000027P001-1369S-001 000028P001-1369S-001 000032P001-1369S-001 CATHOLIC SOCIAL SRVS CHILD FIRST SERVICES CHILDREN'S CHOICE, INC. DELTA COMMUNITY SUPPORTS JAMES BLACK NATHANIEL WILLIAMS DR. CAROLYN EBERWEIN DAVID WYHER 222 N. 17TH STREET 718 ARCH STREET 211 BENIGNO BLVD 1777 SENTRY PARKWAY WEST PHILADELPHIA PA 19103 BELLMAWR NJ 08031 GWYNEDD HALL- SUITE 400 5N JBLACK@CHS-ADPHILA.ORG PHILADELPHIA PA 19106 CEBERWEIN@CHILDWAY.ORG BLUE BELL PA 19422-2211 PRESCEO@CHILDFIRSTSERVICES.ORG DWYHER@DELTAWEB.ORG 000031P001-1369S-001 000059P001-1369S-001 000022P001-1369S-001 000034P001-1369S-001 DEVEREUX FOUNDATION DUANE MORRIS LLP ESTATE OF D.H. FIRST HOME CARE C/O STEPHEN MARINO, ESO CINDY BEEGLE JAMES J. HOLMAN DR. GINA FUSCO PO BOX 8538-122 222 DELAWARE AVE STE 1600 301 WHARTON STREET 833 E. BUTLER AVE PHILADELPHIA PA 19171 WILMINGTON DE 19801-1659 PHILADELPHIA PA 19147 DOYLESTOWN PA 18901 CBEEGLE@DEVEREUX.ORG JJHOLMAN@DUANEMORRIS.COM SMARINO@MARINOASSOCIATES.NET GINA.FUSCO@UHSINC.COM 000057P001-1369S-001 000048P001-1369S-001 000044P001-1369S-001 000049P001-1369S-001 FMA PROFESSIONAL RESOURCES.INC GENERAL HEALTHCARE RESOURCE FLASTER/GREENBERG P.C. FRIENDSHIP HOUSE WILLIAM J. BURNETT, ESO. ANNE ROBERTSON ALEX HAZZOURI LISA A. SCHREIBER 1201 N. ORANGE ST STE 301 1916 OLD YORK ROAD 1509 MAPLE STREET 2250 HICKORY ROAD WILMINGTON DE 19801 SCRANTON PA 18505 SUITE 240 ABINGTON PA 19001 WILLIAM.BURNETT@FLASTERGREENBERG.COM AROBERTSON@FMAPROFESSIONALRESOURCES.COM AHAZZOURI@FRIENDSHIPHOUSEPA.ORG PLYMOUTH MEETING PA 19462 LSCHREIBER@GHRESOURCES.COM 000025P001-1369S-001 000033P001-1369S-001 000043P001-1369S-001 000024P001-1369S-001 JEWISH FAMILY & CHILDREN'S SERVICE JUVENILE JUSTICE CNTR/PHILA GEORGE JUNIOR REPUBLIC LIST ASSOCIATES, L.P. RICHARD LOSASSO PAULA GOLDSTEIN RICHARD CHAPMAN C/O STONEHENGE ADVISORS, INC. 233 GEORGE JUNIOR RD 2100 ARCH STREET 100 WEST COULTER STREET FRAN DONATO P. O. BOX 1058 PHILADELPHIA PA 19103 PHILADELPHIA PA 19144 BLDG M-7, SUITE 400 GROVE CITY PA 16127 PGOLDSTEIN@JFCSPHILLY.ORG CHAPRICH@HOTMAIL.COM PHILADELPHIA PA 19112 RLOSASSO@GEORGEJUNIORREPUBLIC.ORG FRAN@CAP-SOL.COM 000052P003-1369S-001 000035P001-1369S-001 000038P001-1369S-001 000007P002-1369S-001 NORTHEAST TREATMENT CENTERS INC. NORTHERN CHILDREN'S SERVICES M&T BANK NA Office of the U.S. Trustee IRENE A. NOVACK KEVIN NOEL - CFO RENATA COBBS-FLETCHER Kevin P Callahan 797 EAST LANCASTER AVE 499 N. 5TH STREET 5301 RIDGE AVE 833 Chestnut Street MC DE3-7309 PHILADELPHIA PA 19123 PHILADELPHIA PA 19128 Suite 500 VILLANOVA PA 19085 KEVIN.NOEL@NET-CENTERS.ORG RCOBBSFLETCHER@NORTHERNCHILDREN.ORG Philadelphia PA 19107

kevin.p.callahan@usdoj.gov

INOVACK@MTB.COM

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000042P001-1369S-001 PRADERA CORPORATION NILDA RUIZ 4301 RISING SUN AVE PHILADELPHIA PA 19140 NILDA.RUIZ@APMPHILA.ORG	000041P001-1369S-001 PROGRESSIVE LIFE CENTER, INC LAURENCE JACKSON 1704 17TH ST.NE WASHINGTON DC 20002 LAURENCE.JACKSON@PLCNTU.ORG	000056P001-1369S-001 REED SMITH LLP PETER CLARK; JENNIFER KNOX THREE LOGAN SQUARE 1717 ARCH ST STE 3100 PHILADELPHIA PA 19103 PCLARK@REEDSMITH.COM	000056P001-1369S-001 REED SMITH LLP PETER CLARK; JENNIFER KNOX THREE LOGAN SQUARE 1717 ARCH ST STE 3100 PHILADELPHIA PA 19103 JKNOX@REEDSMITH.COM
000036P001-1369S-001 STAFFING PLUS, INC. ANNE HALEY 551 WEST LANCASTER AVENUE SUITE 202 4TH FLOOR HAVERFORD PA 19041 AHALEY@STAFFINGPLUS.COM	000040P001-1369S-001 TABOR CHILDREN'S SERVICES LARRY BUCHHOLZ - CFO 601 NEW BRITAIN RD DOYLESTOWN PA 18901 LARRY.BUCHHOLZ@TABOR.ORG	000047P001-1369S-001 THE VILLA MICHAEL OGDEN 1500 MARKET STREET 15 TH FLOOR PHILADELPHIA PA 19102 MOGDEN@PHMC.ORG	000046P001-1369S-001 US MEDICAL STAFFING, INC ERIC MATZKIN, CEO C/O WELLS FARGO BUSINESS CREDIT PO BOX 60839 CHARLOTTE NC 28260 EMATZKIN@USMEDICALSTAFFINGINC.COM
000037P001-1369S-001 VALLEY YOUTH HOUSE THOMAS HARRINGTON 827-829 LINDEN STREET ALLENTOWN PA 18101 THARRINGTON@ VALLEYYOUTHHOUSE.ORG	000045P001-1369S-001 VISIONQUESTNEW BETH ANN ROSICA PO BOX 536513 PITTSBURGH PA 15253-5907 BETH.ROSICA@VQ.COM	000029P001-1369S-001 WOODS SERVICES NEIL JONES PO BOX 36 LANGHORNE PA 19047 NJONES@WOODS.ORG	000053P001-1369S-001 YOUTH SERVICE, INC GWEN BAILEY 410 N 34TH STREET PHILADELPHIA PA 19104 GBAILEY@YSIPHILA.ORG

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000023P001-1369S-001 A SECOND CHANCE, INC. DR. SHARON MCDANIEL ATTN: JASON MILLER 8350 FRANKSTOWN AVENUE PITTSBURGH PA 15221	000039P001-1369S-001 BETHANNA RON SINGER - CFO 1030 SECOND STREET PIKE SOUTHAMPTON PA 18966	000030P001-1369S-001 CARSON VALLEY CHILDREN'S AID DIANE KIDDY 1419 BETHLEHEM PIKE FLOURTOWN PA 19031	000026P001-1369S-001 CATHOLIC SOCIAL SRVS JAMES BLACK 222 N. 17TH STREET PHILADELPHIA PA 19103
000027P001-1369S-001 CHILD FIRST SERVICES NATHANIEL WILLIAMS 718 ARCH STREET 5N PHILADELPHIA PA 19106	000028P001-1369S-001 CHILDREN'S CHOICE, INC. DR. CAROLYN EBERWEIN 211 BENIGNO BLVD BELLMAWR NJ 08031	000020P001-1369S-001 CITY OF PHILADELPHIA LAW DEPT OFFICE OF CHIEF COUNSEL 1515 ARCH ST PHILADELPHIA PA 19102	000032P001-1369S-001 DELTA COMMUNITY SUPPORTS DAVID WYHER 1777 SENTRY PARKWAY WEST GWYNEDD HALL- SUITE 400 BLUE BELL PA 19422-2211
000058P001-1369S-001 DUANE MORRIS LLP JAMES J. HOLMAN 30 SOUTH 17TH ST PHILADELPHIA PA 19103-4196	000059P001-1369S-001 DUANE MORRIS LLP JAMES J. HOLMAN 222 DELAWARE AVE STE 1600 WILMINGTON DE 19801-1659	000019P001-1369S-001 Department of Labor and Industry Office of Chief Counsel 444 North Third Street Suite 200 Philadelphia PA 19123	000022P001-1369S-001 ESTATE OF D.H. C/O STEPHEN MARINO, ESQ 301 WHARTON STREET PHILADELPHIA PA 19147
000034P001-1369S-001 FIRST HOME CARE DR. GINA FUSCO 833 E. BUTLER AVE DOYLESTOWN PA 18901	000055P001-1369S-001 FLASTER/GREENBERG P.C. WILLIAM J. BURNETT, ESQ. 1835 MARKET ST STE 1050 PHILADELPHIA PA 19103	000057P001-1369S-001 FLASTER/GREENBERG P.C. WILLIAM J. BURNETT, ESQ. 1201 N. ORANGE ST STE 301 WILMINGTON DE 19801	000048P001-1369S-001 FMA PROFESSIONAL RESOURCES,INC ANNE ROBERTSON 1916 OLD YORK ROAD ABINGTON PA 19001
000044P001-1369S-001 FRIENDSHIP HOUSE ALEX HAZZOURI 1509 MAPLE STREET SCRANTON PA 18505	000049P001-1369S-001 GENERAL HEALTHCARE RESOURCE LISA A. SCHREIBER 2250 HICKORY ROAD SUITE 240 PLYMOUTH MEETING PA 19462	000033P001-1369S-001 JEWISH FAMILY & CHILDREN'S SERVICE PAULA GOLDSTEIN 2100 ARCH STREET PHILADELPHIA PA 19103	000043P001-1369S-001 JUVENILE JUSTICE CNTR/PHILA RICHARD CHAPMAN 100 WEST COULTER STREET PHILADELPHIA PA 19144
000024P001-1369S-001 LIST ASSOCIATES, L.P. C/O STONEHENGE ADVISORS, INC. FRAN DONATO BLDG M-7, SUITE 400 PHILADELPHIA PA 19112	000052P003-1369S-001 M&T BANK NA IRENE A. NOVACK 797 EAST LANCASTER AVE MC DE3-7309 VILLANOVA PA 19085	000035P001-1369S-001 NORTHEAST TREATMENT CENTERS INC. KEVIN NOEL - CFO 499 N. 5TH STREET PHILADELPHIA PA 19123	000038P001-1369S-001 NORTHERN CHILDREN'S SERVICES RENATA COBBS-FLETCHER 5301 RIDGE AVE PHILADELPHIA PA 19128
000007P002-1369S-001 Office of the U.S. Trustee Kevin P Callahan 833 Chestnut Street Suite 500 Philadelphia PA 19107	000017P001-1369S-001 Oklahoma Tax Commission Office of the General Counsel, Bankruptcy Section 120 N. Robinson Ste. 2000W Oklahoma City OK 73102	000018P002-1369S-001 PA Department of Labor and Industry Office of Chief Counsel Labor and Industry Building 651 Boas Street 10th Floor Harrisburg PA 17121	000021P001-1369S-001 PENNSYLVANIA ATTORNEY GENERAL JOSH SHAPIRO 1600 STRAWBERRY SQUARE 16TH FL HARRISBURG PA 17120

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000042P001-1369S-001 PRADERA CORPORATION NILDA RUIZ 4301 RISING SUN AVE PHILADELPHIA PA 19140	000041P001-1369S-001 PROGRESSIVE LIFE CENTER, INC LAURENCE JACKSON 1704 17TH ST.NE WASHINGTON DC 20002	000008P001-1369S-001 Pennsylvania Department of Revenue Attn: Bankruptcy Division Department 280946 Harrisburg PA 17128-0946	000056P001-1369S-001 REED SMITH LLP PETER CLARK; JENNIFER KNOX THREE LOGAN SQUARE 1717 ARCH ST STE 3100 PHILADELPHIA PA 19103
000036P001-1369S-001 STAFFING PLUS, INC. ANNE HALEY 551 WEST LANCASTER AVENUE SUITE 202 4TH FLOOR HAVERFORD PA 19041	00009P001-1369S-001 Securities & Exchange Commission NE Regional Office Woolworth Building 233 Broadway Woolworth Building New York NY 10279-0001	000013P001-1369S-001 Social Security Administration Office of the General Counsel, Region III 300 Spring Garden Street Philadelphia PA 19123	000040P001-1369S-001 TABOR CHILDREN'S SERVICES LARRY BUCHHOLZ - CFO 601 NEW BRITAIN RD DOYLESTOWN PA 18901
000047P001-1369S-001 THE VILLA MICHAEL OGDEN 1500 MARKET STREET 15 TH FLOOR PHILADELPHIA PA 19102	000010P001-1369S-001 Texas Workforce Commission Bankruptcy Unit, Rm. 556 101 E. 15th St. Austin TX 78778	000011P001-1369S-001 U.S. Attorney's Office 615 Chestnut Street 12th Floor Philadelphia PA 19106	000012P001-1369S-001 U.S. Environmental Protection Agency Bettina Dunn, Paralegal Specialist (3RC60) Region III 1650 Arch Street Office of Regional Counsel Philadelphia PA 19103
000037P001-1369S-001 VALLEY YOUTH HOUSE THOMAS HARRINGTON	000053P001-1369S-001 YOUTH SERVICE, INC GWEN BAILEY		

827-829 LINDEN STREET ALLENTOWN PA 18101 410 N 34TH STREET

PHILADELPHIA PA 19104

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000866P001-1369A-007 BANK OF NY MELLON TRUST COMPANY NA 1600 MARKET ST STE 1500 PHILADELPHIA PA 19103 000867P001-1369A-007 BANK OF NY TRUST COMPANY 601 TRAVIS ST HOUSTON TX 77002 000850P001-1369A-007 CHARLES SCHWAB PENNSYLVANIA CAPITAL MGMNT INC 2300 COMPUTER AVE STE G01 WILLOW GROVE PA 19090-3548 000848P002-1369A-007 M&T BANK LEGAL DEPT ONE M&T PLZ BUFFALO NY 14203

000849P001-1369A-007 TD BANK LEGAL DEPT 1701 ROUTE 70 EAST CHERRY HILL NJ 08304

EXHIBIT 3

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000050P001-1369S-001 000005P001-1369S-001 000015P001-1369S-001 000016P001-1369S-001 AXION OF PENNSYLVANIA LLC Attorney General of the United States California State Board of Equalization California State Board of Equalization IRA PLUTNER Ben Franklin Station Special Operations Bankruptcy Team, MIC: 74 Account Information Group, MIC:29 C/O WELLS FARGO CAPITAL FINANCE PO Box 942879 PO Box 942879 P. O. Box 227 Sacramento CA 94279 PO BOX 202056 Washington DC 20044-Sacramento CA 94279 DALLAS TX 75320 000031P001-1369S-001 000014P001-1369S-001 000025P001-1369S-001 000006P001-1369S-001 DEVEREUX FOUNDATION Franchise Tax Board GEORGE JUNIOR REPUBLIC Internal Revenue Service CINDY BEEGLE Bankruptcy Unit RICHARD LOSASSO PO Box 7346 PO BOX 8538-122 P.O. Box 2952 233 GEORGE JUNIOR RD Philadelphia PA 19101 PHILADELPHIA PA 19171-Sacramento CA 95812 P. O. BOX 1058 GROVE CITY PA 16127-000046P001-1369S-001 000045P001-1369S-001 000029P001-1369S-001 US MEDICAL STAFFING, INC VISIONQUESTNEW WOODS SERVICES ERIC MATZKIN, CEO BETH ANN ROSICA NEIL JONES C/O WELLS FARGO BUSINESS CREDIT PO BOX 536513 PO BOX 36 LANGHORNE PA 19047-PITTSBURGH PA 15253 PO BOX 60839 CHARLOTTE NC 28260Case 17-14463-amc Doc 43 Filed 07/05/17 Entered 07/05/17 17:23:52 Desc Main Document Page 12 of 12 Wordsworth Academy, et al.

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000868P001-1369A-007 HERITAGE BUSINESS SYSTEMS INC PO BOX 35701 BILLINGS MT 59107-